



The David J. Joseph Company

RECORDATION NO. 24747-A FILED

JAN 13 '04

2-21 PM

SURFACE TRANSPORTATION BOARD



January 12, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of December 12, 2003, between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 300  
Minneapolis, MN 55402

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (117) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 12, 2003 related to one hundred seventeen (117) railcars bearing reporting marks: WVCX 2000 – 2119, sporadic

Please file this as a secondary document under Recordation Number 24747-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24747. The filing fee for this document in the amount of \$30.00 is included on the enclosed check No. 552978. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 621-8770, ext. 4239.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

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**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT** ~~WELLS FARGO~~ **TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 12, 2003 by and between **THE DAVID J. JOSEPH COMPANY (F/K/A JOSEPH TRANSPORTATION SERVICES, INC.)**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 1, 2003 between Assignor, as Lessor, and MeadWestvaco Corporation, for one hundred seventeen (117) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of December 12, 2003.

**THE DAVID J. JOSEPH COMPANY  
(F/K/A JOSEPH TRANSPORTATION SERVICES,  
INC.)**

By: 

Name: Paul G. Jantsch

Title: Executive Vice President

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: 

Name: Benjamin Barragan

Title: AVP

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 12<sup>th</sup> day of December, 2003, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the Executive Vice President of The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.), a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12<sup>th</sup> day of December, 2003.

Angela Denise Watts  
(Notary Signature)

My commission expires:

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ANGELA DENISE WATTS  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF

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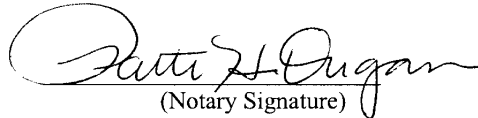
) SS:

COUNTY OF

)

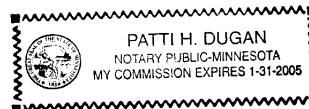
On this 11<sup>th</sup> day of December, 2003, before me the subscriber, PATTI H DUGAN, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jacqueline L. Barragan to me personally known, who stated and acknowledged that he/she is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 16<sup>th</sup> day of December, 2003.

  
(Notary Signature)

My commission expires:

1/31/2005



**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

One hundred seventeen (117) railcars broken out as follows:

WVCX 2000-2043, inclusive  
WVCX 2045-2063, inclusive  
WVCX 2065-2102, inclusive  
WVCX 2104-2119, inclusive

**LEASE:** Dated December 1, 2003 between The David J. Joseph Company and  
MeadWestvaco Corporation.